

**Rules of**  
**Department of Insurance**  
**Division 200—Financial Examination**  
**Chapter 5—Articles and Bylaws of Domestic Insurers**

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**Title 20—DEPARTMENT OF  
INSURANCE****Division 200—Financial Examination  
Chapter 5—Articles and Bylaws  
of Domestic Insurers**

10, 1991. Amended: Filed April 23, 1999,  
effective Nov. 30, 1999.

\*Original authority: 375.045.1(2), RSMo 1967, amended  
1993, 1995.

**20 CSR 200-5.010 Amendment and  
Restatement of Articles**

*PURPOSE: This rule prescribes forms and procedures to be followed in amending and restating articles of incorporation or association of insurance companies organized or incorporated under the laws of Missouri, pursuant to sections 375.201–375.226, RSMo.*

**(1) Forms.**

(A) FORM5.DOC shall be the form used by any insurance company organized or incorporated under the laws of this state to amend its articles of incorporation or association, if that company is subject to sections 375.201–375.221, RSMo.

(B) FORM7.DOC shall be the form used by any insurance company organized or incorporated under the laws of this state to restate its articles of incorporation or association, if that company is subject to section 375.226, RSMo.

(C) Any insurance company organized or incorporated under the laws of this state and subject to sections 375.201–375.226, RSMo which amends and restates its articles of incorporation or association shall first amend its articles using FORM5.DOC and then restate its articles as amended using FORM7.DOC.

(D) Copies of FORM5.DOC and FORM7.DOC may be obtained from the Admissions Specialist, Financial Examination Section. Copies may be freely duplicated. Appendices 1 and 2, as they appear in this rule, are representative of FORM5.DOC and FORM7.DOC, respectively, but are not in a form suitable for filing.

**(2) Procedures.**

(A) The procedure for amending the articles of incorporation or association of an insurance company organized or incorporated under the laws of this state is stated in sections 375.201–375.221, RSMo.

(B) The procedure for restating the articles of incorporation or association of an insurance company organized or incorporated under the laws of this state is stated in section 375.226, RSMo.

*AUTHORITY: section 374.045.1(2), RSMo Supp. 1998.\* This rule was previously filed as 4 CSR 190-II.330. Original rule filed Sept. 18, 1990, effective Feb. 14, 1991. Amended: Filed Jan. 8, 1991, effective June*

**APPENDIX 1**  
**Certificate of Amendment of Articles**  
**(to be executed in triplicate)**

We, the undersigned president or vice-president and secretary or assistant secretary on our oaths swear and certify to the truth of the following statements.

(1) Name of the Insurance Company: \_\_\_\_\_

If the Name of the Insurance Company Changed as a Result of this Amendment, the Name of the Insurance Company Immediately Before this Amendment was:

(2) The Date of the Adoption of the Amendment by the Shareholders, Members or Other Group of Persons Entitled to Vote on the Amendment:

(3) The Amendment Adopted (attach additional pages if necessary): \_\_\_\_\_

(4) The Number of Share Members or Other Group of Persons Entitled to Vote or, if a Mutual, the Number of the Members Present Either in Person or by Proxy Entitled to Vote: \_\_\_\_\_

(5) The Number of Shares, Members or Other Group of Persons that Voted for and Against said Amendment Respectively: For \_\_\_\_\_ Against \_\_\_\_\_

(6) If the Amendment Effects a Change in the Number of Par Value of Authorized Shares, Then a Statement Showing the Number of Shares and Par Value Thereof Previously Authorized:

Place Corporate Seal Here  
(If no corporate seal, state (none).)

**(President or Vice President)**

(Secretary or Assistant Secretary)

**State of** \_\_\_\_\_

County of \_\_\_\_\_

Subscribed and sworn to before me this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

**NOTARY PUBLIC**

**NOTARIAL SEAL**

My commission expires \_\_\_\_\_

**Certificate of Amendment of the Director of Insurance**  
(This certificate may be filled out only by the Director of Insurance)

I certify that I have examined the above Certificate of Amendment of Articles as executed by the insurance company and find that it conforms to law, that the proceedings were regular, that the condition and the assets of the company justify the amendment, and that the same will not be prejudicial to the interests of the policyholders, all as provided by law.

So Certified, Signed, and Official Seal Affixed on this date: \_\_\_\_\_

\_\_\_\_\_  
Director of Insurance  
State of Missouri

FORM5.DOC

**APPENDIX 2**  
**Certificate of Restated Articles**  
**(to be executed in triplicate)**

We, the undersigned president or vice-president and secretary or assistant secretary on our oaths swear and certify to the truth of the following statements:

(1) Name of the Insurance Company: \_\_\_\_\_

(2) The Date of the Restatement of Articles by the Shareholders, Members or Other Group of Persons Entitled to Vote on the Restatement: \_\_\_\_\_

(3) The Restated Articles Adopted are Attached to this Certificate.

(4) The Number of Shares, Members or Other Group of Persons Entitled to Vote or, if a Mutual, the Number of the Members Present Either in Person or by Proxy Entitled to Vote: \_\_\_\_\_

(5) The Number of Shares, Members or Other Group of Persons that Voted for and Against said Restatement Respectively: For \_\_\_\_\_ Against: \_\_\_\_\_

\_\_\_\_\_  
*(President or Vice President)*

PLACE CORPORATE SEAL HERE

(If no corporate seal, state "none".)

\_\_\_\_\_  
*(Secretary or Assistant Secretary)*

State of \_\_\_\_\_

as

County of \_\_\_\_\_

Subscribed and sworn to before me this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
**NOTARY PUBLIC**

**NOTARIAL SEAL**

My commission expires: \_\_\_\_\_

**Certificate of Amendment of the Director of Insurance**  
**(This certificate may be filled out only by the Director of Insurance)**

I certify that I have examined the above Certificate of Restated Articles as executed by the insurance company and find that it conforms to law, that the proceedings were regular, that the condition and the assets of the company justify the restatement, and that the same will not be prejudicial to the interests of the policyholders, all as provided by law.

So Certified, Signed and Official Seal Affixed on this date: \_\_\_\_\_

\_\_\_\_\_  
**Director of Insurance**  
**State of Missouri**